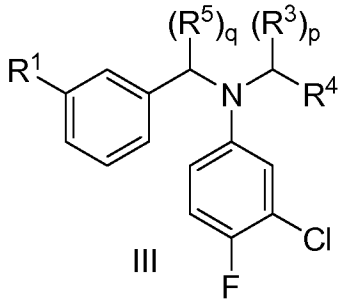
IN THE CLAIMS:

1. Cancelled

2. Cancelled

3. (Currently amended) The compound ~~according to Claim 2~~ of the Formula III;



III

wherein:

R^1 is selected from: H, F and OH;

R^3 is selected from: H, $(C_1\text{-}C_6)$alkyl, $(C_3\text{-}C_6)$cycloalkyl, $(C_2\text{-}C_6)$alkenyl and $(C_1\text{-}C_6)$alkyl hydroxyl;

R^4 is selected from: H, oxo, OH, halo, CN, NH_2, NO_2, $(C=O)_aO_b(C_1\text{-}C_{10})$alkyl, $(C=O)_aO_b(C_2\text{-}C_{10})$alkenyl, $(C=O)_aO_b(C_2\text{-}C_{10})$alkynyl, $(C=O)_aO_b(C_3\text{-}C_6)$cycloalkyl, $(C=O)_aO_b(C_0\text{-}C_6)$alkylene-aryl, $(C=O)_aO_b(C_0\text{-}C_6)$alkylene-heterocyclyl, $(C=O)_aO_b(C_0\text{-}C_6)$alkylene-$N(R^b)_2$, C(O)H, $(C_0\text{-}C_6)$alkylene-CO_2H, $C(O)N(R^b)_2$, and $S(O)_2N(R^b)_2$; said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocyclyl is optionally substituted with up to three substituents selected from R^b;

R^5 is H or CH_3;

R^a is selected from: $(C_1\text{-}C_6)$alkyl, $(C_3\text{-}C_6)$cycloalkyl, aryl and heterocyclyl; said alkyl, cycloalkyl, aryl and heterocyclyl is optionally substituted with one or more substituents selected from OH, $(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkoxy, halogen, CO_2H, CN, $(O)C=O(C_1\text{-}C_6)$alkyl, oxo and $N(R^c)_2$;

R^b is independently selected from: H, oxo, OH, halogen, CO_2H, CN, $(O)C=O(C_1\text{-}C_6)$alkyl, $N(R^c)_2$, $(C_1\text{-}C_6)$alkyl, aryl, heterocyclyl, $(C_3\text{-}C_6)$cycloalkyl, $(C=O)O(C_1\text{-}C_6)$alkyl, $C=O(C_1\text{-}C_6)$alkyl and $S(O)_2R^a$; said alkyl, cycloalkyl, aryl or heterocylyl is optionally substituted with one or more substituents selected from OH, $(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkoxy, halogen, CO_2H, CN, $(O)C=O(C_1\text{-}C_6)$alkyl, oxo, $N(R^c)_2$ and optionally substituted heterocyclyl, wherein said heterocyclyl is optionally substituted with $(C_1\text{-}C_6)$alkyl, oxo or NH_2.

R^c is independently selected from: H and $(C_1\text{-}C_6)$alkyl;

a is 0 or 1;
b is 0 or 1;
p is 1 or 2;
q is 0 or 1;

~~and all other substituents and variables are as defined in Claim 2;~~

or a pharmaceutically acceptable salt or stereoisomer thereof.

4. (Original) The compound according to Claim 3 of the Formula III;

wherein:

R^4 is selected from: H, oxo, OH, halo, CN, NH_2, NO_2, $(C=O)_aO_b(C_1\text{-}C_{10})$alkyl, $(C=O)_aO_b(C_2\text{-}C_{10})$alkenyl, $(C=O)_aO_b(C_2\text{-}C_{10})$alkynyl, $(C=O)_aO_b(C_3\text{-}C_6)$cycloalkyl, $(C=O)_aO_b(C_0\text{-}C_6)$alkylene-aryl, $(C=O)_aO_b(C_0\text{-}C_6)$alkylene-heterocyclyl, $(C=O)_aO_b(C_0\text{-}C_6)$alkylene-$N(R^b)_2$, C(O)H, $(C_0\text{-}C_6)$alkylene-CO_2H, $C(O)N(R^b)_2$, and $S(O)_2N(R^b)_2$; said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocyclyl is optionally substituted with up to three substituents selected from R^b;

and all other substituents and variables are as defined in Claim 3;

or a pharmaceutically acceptable salt or stereoisomer thereof.

5. (Original) The compound according to Claim 3 of the Formula III;

wherein:

R^4 is selected from: H, oxo, OH, halo, CN, NH_2, NO_2, $(C=O)_aO_b(C_1\text{-}C_{10})$alkyl, $(C=O)_aO_b(C_2\text{-}C_{10})$alkenyl, $(C=O)_aO_b(C_2\text{-}C_{10})$alkynyl, $(C=O)_aO_b(C_0\text{-}C_6)$alkylene-$N(R^b)_2$, $(C=O)\text{-}R^b$, C(O)H, $(C_0\text{-}C_6)$alkylene-CO_2H, $C(O)N(R^b)_2$, and $S(O)_2N(R^b)_2$; said alkyl, alkenyl, alkynyl and alkylene is optionally substituted with up to three substituents selected from R^b;

and all other substituents and variables are as defined in Claim 3;

or a pharmaceutically acceptable salt or stereoisomer thereof.

6. (Original) A compound which is selected from:

3-{[(3-chloro-4-fluorophenyl)(2-hydroxy-1-methylethyl)amino]methyl}phenol;
2-[benzyl(3-chloro-4-fluorophenyl)amino]propan-1-ol;
N-2-benzyl-N-2-(3-chloro-4-fluorophenyl)-N-1-[2(dimethylamino)ethyl] alaninamide;
N-2-benzyl-N-2-(3-chloro-4-fluorophenyl)alaninamide;
methyl N-benzyl-N-(3-chloro-4-fluorophenyl)alanylglycinate;
N-2-benzyl-N-2-(3-chloro-4-fluorophenyl)-N-1-(isoxazol-4-ylmethyl)alaninamide;
3-[benzyl(3-chloro-4-fluorophenyl)amino]-2-methylbutan-2-ol;
N-2-benzyl-N-2-(3-chloro-4-fluorophenyl)-N-1,N-1-dimethylpropane-1,2-diamine;
N-benzyl-3-chloro-4-fluoro-N-[1-methyl-2-(4-methylpiperazin-1-yl)ethyl]aniline;
2-[(3-chloro-4-fluorophenyl)(1-phenylethyl)amino]propan-1-ol;
N-2-(3-chloro-4-fluorophenyl)-N-2-(3-hydroxybenzyl)-N-1-(isoxazol-4-ylmethyl)alaninamide;
N-2-(3-chloro-4-fluorophenyl)-N-2-(3-hydroxybenzyl)alaninamide;
N-2-(3-chloro-4-fluorophenyl)-N-1-[2-(dimethylamino)ethyl]-N-2-(3-hydroxybenzyl)alaninamide;
Methyl 2-[benzyl(3-chloro-4-fluorophenyl)amino]butanoate;
Methyl 2-[benzyl(3-chloro-4-fluorophenyl)amino]pent-4-enoate;
2-[benzyl(3-chloro-4-fluorophenyl)amino]pent-4-en-1-ol;
N-benzyl-N-(3-chloro-4-fluorophenyl)glycine;
2-[benzyl(3-chloro-4-fluorophenyl)amino]pentan-1-ol;
2-[benzyl(3-chloro-4-fluorophenyl)amino]butan-1-ol;
N-benzyl-3-chloro-N-[1-({3-[(dimethylamino)methyl]piperidin-1-yl}carbonyl)propyl]-4-fluoroaniline;
2-[benzyl(3-chloro-4-fluorophenyl)amino]-N-methyl-N-[2-(1-methyl-1H-pyrazol-4-yl)ethyl]butanamide;

2-[benzyl(3-chloro-4-fluorophenyl)amino]-3-methylbutan-1-ol;
2-[benzyl(3-chloro-4-fluorophenyl)amino]pentane-1,5-diol;
2-[benzyl(3-chloro-4-fluorophenyl)amino]-3-cyclopropylpropan-1-ol; and
N^2-benzyl-N^2-(3-chloro-4-fluorophenyl)-N^1-[2-(dimethylamino)ethyl]-2-methylalaninamide;

or a pharmaceutically acceptable salt or stereoisomer thereof.

7. (Currently amended) The TFA salt of a compound according to Claim ~~1~~ 3 which is
3-{[(3-chloro-4-fluorophenyl)(2-hydroxy-1-methylethyl)amino]methyl}phenol;
2-[benzyl(3-chloro-4-fluorophenyl)amino]propan-1-ol;
N-2-benzyl-N-2-(3-chloro-4-fluorophenyl)-N-1-[2(dimethylamino)ethyl] alaninamide;
N-2-benzyl-N-2-(3-chloro-4-fluorophenyl)alaninamide;
methyl N-benzyl-N-(3-chloro-4-fluorophenyl)alanylglycinate;
3-[benzyl(3-chloro-4-fluorophenyl)amino]-2-methylbutan-2-ol;
2-[(3-chloro-4-fluorophenyl)(1-phenylethyl)amino]propan-1-ol;
N-2-(3-chloro-4-fluorophenyl)-N-2-(3-hydroxybenzyl)-N-1-(isoxazol-4-ylmethyl)alaninamide;
N-2-(3-chloro-4-fluorophenyl)-N-2-(3-hydroxybenzyl)alaninamide;
N-2-(3-chloro-4-fluorophenyl)-N-1-[2-(dimethylamino)ethyl]-N-2-(3-hydroxybenzyl)alaninamide;
N-benzyl-N-(3-chloro-4-fluorophenyl)glycine;
2-[benzyl(3-chloro-4-fluorophenyl)amino]pentan-1-ol;
2-[benzyl(3-chloro-4-fluorophenyl)amino]butan-1-ol;
N-benzyl-3-chloro-N-[1-({3-[(dimethylamino)methyl]piperidin-1-yl}carbonyl)propyl]-4-fluoroaniline;
2-[benzyl(3-chloro-4-fluorophenyl)amino]-N-methyl-N-[2-(1-methyl-1H-pyrazol-4-yl)ethyl]butanamide;
2-[benzyl(3-chloro-4-fluorophenyl)amino]pentane-1,5-diol; and
N^2-benzyl-N^2-(3-chloro-4-fluorophenyl)-N^1-[2-(dimethylamino)ethyl]-2-methylalaninamide;

or stereoisomer thereof.

8. (Currently amended) A pharmaceutical composition comprising a pharmaceutical carrier, and dispersed therein, a therapeutically effective amount of a compound of Claim ~~1~~ 3.

9. (Currently amended) ~~The use of the compound according to Claim 1 for the preparation of a medicament useful in the treatment or prevention of~~ A method of treating cancer in a mammal in need of such treatment with a compound of Claim 3.